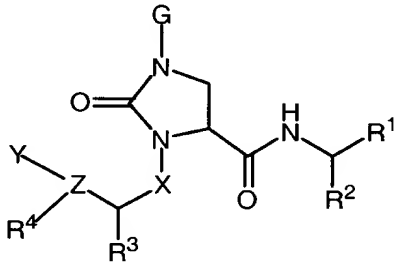
Am ndments to the Claims:

The listing of claims will replace all prior versions and listing of claims in the application:

Listing of Claims:

Claim 1 (currently amended): A compound, including enantiomers, stereoisomers, rotamers and tautomers of said compound, and pharmaceutically acceptable salts or solvates of said compound, said compound having the general structure shown in Formula I:



Formula I

wherein:

R^1 is COR^5 or $B(OR)_2$, wherein R^5 is selected from the group consisting of: H, ~~OH, OR^8, NR^9R^{10},~~ CF_3, C_2F_5, C_3F_7, CF_2R^6, R^6, and COR^7 with R^7 being H, OH, OR^8, CHR^9R^{10}, or NR^9R^{10} , wherein R^6, R^8, R^9 and R^{10} are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, $CH(R^{1'})COOR^{11}$, $CH(R^{1'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})COO\ R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})R'$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COO\ R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR^{12}R^{13}$, wherein $R^{1'}$, $R^{2'}$, $R^{3'}$, R', R^{11}, R^{12}, and

R^{13} are independently selected from a group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is O, N, or CH;

X is selected from the group consisting of: C=O, C=S and $(CRR')_p$;

p is a number from 1-6;

G is selected from the group consisting of: H, alkyl, aryl, heteroalkyl, heteroaryl, alkyl-aryl and alky-heteroaryl with the proviso that G may be additionally optionally and chemically-suitably substituted with U^{11} or U^{12};

R^2 is selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

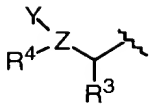
R, ~~R^2,~~ and R^3 may be the same or different and are independently selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R^4 maybe present or absent, and if R^4 is present, R^4 is selected from H, alkyl, aryl; and

Y is selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, arylalkyl, heteroarylalkyl, and U, where U is selected from alkyl-aryl, aryl-heteroaryl, alkyl-heteroaryl, alkylcarbonyl, arylalkylcarbonyl, arylcarbonyl, heteroalkylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, alkyloxycarbonyl, alkyl-aryloxycarbonyl, aryloxycarbonyl, arylalkyloxycarbonyl, heteroaryloxycarbonyl, heterocycloalkyloxycarbonyl, cycloalkyloxycarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkyl-arylaminocarbonyl, arylaminocarbonyl, arylalkylaminocarbonyl, heteroarylaminocarbonyl, cycloalkylaminocarbonyl, heterocycloalkylaminocarbonyl, alkylsulfonyl, arylsulfonyl, alkyl-arylsulfonyl, arylalkylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, and heterocycloalkylsulfonyl with the proviso that U may be additionally optionally and chemically-suitably substituted with U^{11} or U^{12}; where

U^{11} is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl moiety, with the proviso that U^{11} may be additionally optionally substituted with U^{12}; and

U^{12} is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro moiety, with the proviso that the alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from U^{12}; and that said moiety:



may alternately represent an arylalkyloxy group;

with said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally substituted, with said term "substituted" referring to optional and suitable substitution with one or more moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamide, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate.

Claim 2 (currently amended): The compound of claim 1, wherein R^1 is COR^5, and R^5 is H, ~~OH,~~ $COOR^8$, ~~and~~ or $CONR^9R^{10}$.

Claim 3 (original): The compound of claim 2, wherein R^1 is $COCONR^9R^{10}$, and is R^9 is H, and R^{10} is H, CH_2-CH=CH_2, $CH(R^{1'})COOR^{11}$, $CH(R^{1'})$ $CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})$ $CONR^{12}R^{13}$, or $CH(R^{1'})CONHCH(R^{2'})(R')$.

Claim 4 (original): The compound of claim 3, wherein R^{10} is CH_2-CH=CH_2.

Claim 5 (original): The compound of claim 3, wherein R^{10} is $CH(R^{1'})COOR^{11}$.

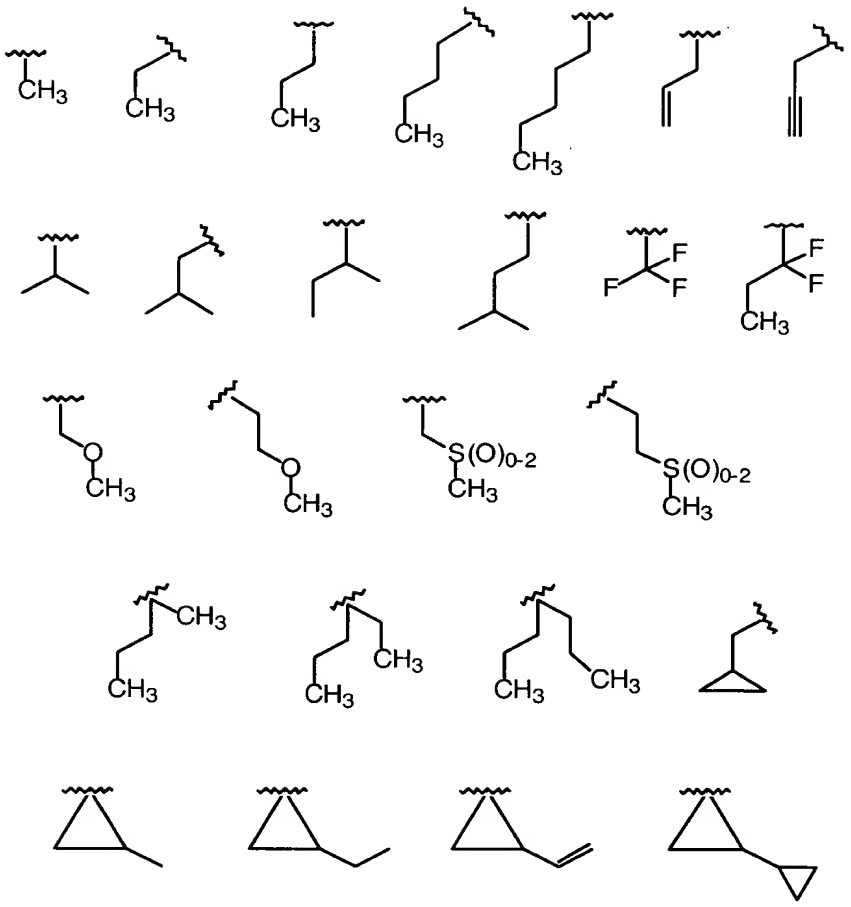
Claim 6 (original): The compound of claim 5, wherein $R^{1'}$ is H and R^{11} is H, allyl or benzyl.

Claim 7 (currently amended): The compound of claim 3, wherein R^{10} is $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})$ $CONR^{12}R^{13}$, or

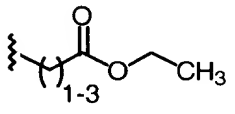
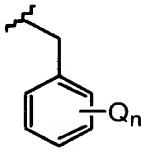
$CH(R^{1'})CONHCH(R^{2'})(R')$, wherein $R^{1'}$ is H and $R^{2'}$ is phenyl, substituted phenyl, heteroatom-substituted phenyl, thiophenyl, cyclohexyl, cyclopentyl, cyclopropyl, piperidyl ~~and~~ or pyridyl.

Claim 8 (original): The compound of claim 3, wherein R^{10} is selected from the group consisting of $CH_2CONHCH(Ph)COOH$, $CH_2CONHCH(Ph)CONH_2$, $CH_2CONHCH(Ph)CONMe_2$ and $CH_2CONHCH(Ph)COO$-benzyl.

Claim 9 (original): The compound of claim 1, wherein R^2 is selected from the group consisting of the following moieties:



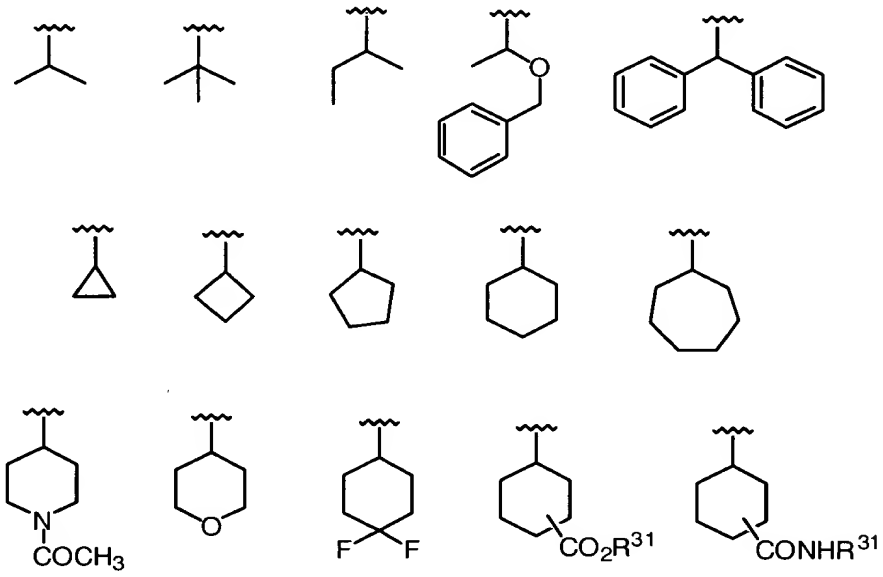
Claim 10 (original): The compound of claim 1, wherein G is selected from the group consisting of:

H ;  ; 

wherein n is a number from 0-2 and Q is selected from the group consisting of Cl, Br, methyl, methoxy, tert-butyl and combinations thereof.

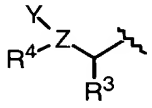
Claim 11 (original): The compound of claim 1, wherein X is C=O.

Claim 12 (original): The compound of claim 1, wherein R^3 is selected from the group consisting of:



wherein R^{31} = H, alkyl or aryl.

Claim 13 (original): The compound of claim 1, wherein said moiety:



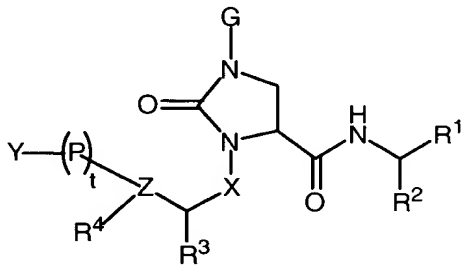
represents an arylalkyloxy group.

Claim 14 (original): The compound of claim 13, wherein said arylalkyloxy group is benzyloxy.

Claim 15 (original): The compound of claim 1, wherein Z is N and R^4 is H.

Claim 16 (original): The compound of claim 1, wherein Y is selected from the group consisting of H, acetyl, or alkoxycarbonyl.

Claim 17 (currently amended): A compound, including enantiomers, stereoisomers, rotamers and tautomers of said compound, and pharmaceutically acceptable salts or solvates of said compound, said compound having the general structure shown in Formula II:

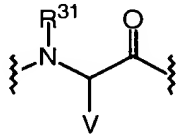


Formula II

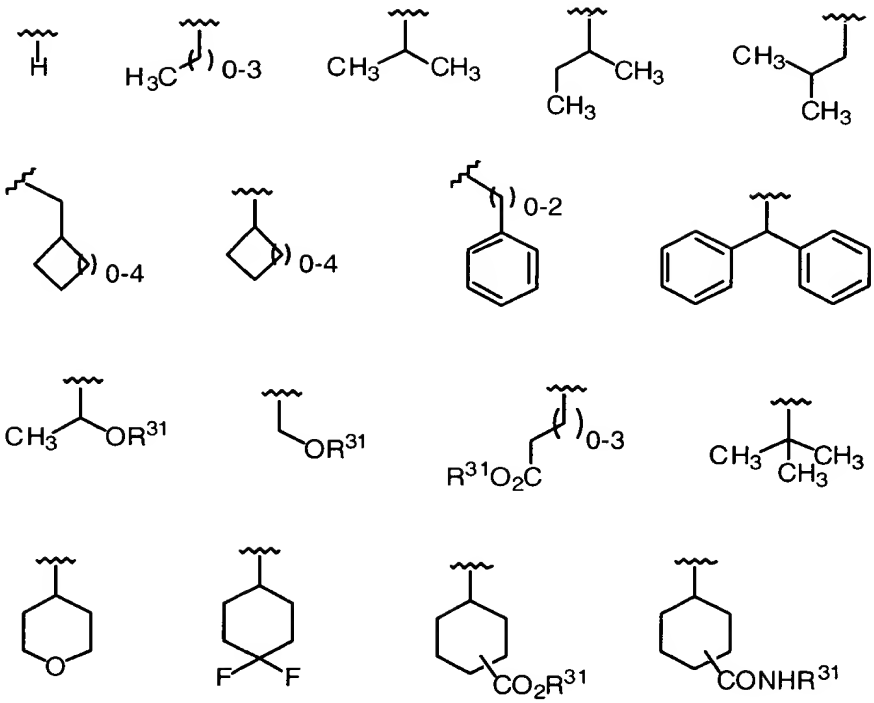
wherein:

t is a number from 1 to 3; and when t is 2 or 3, the P moieties may be the same or different;

P is represented by:



wherein V is selected from the group consisting of the following:



wherein R^{31} is independently selected from H, alkyl or aryl;

R^1 is COR^5 or $B(OR)_2$, wherein R^5 is selected from the group consisting of: H, ~~OH, OR^8, NR^9R^{10}~~, CF_3, C_2F_5, C_3F_7, CF_2R^6, R^6, and COR^7 with R^7 being H, OH, OR^8, CHR^9R^{10}, or NR^9R^{10} , wherein R^6, R^8, R^9 and R^{10} are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, $CH(R^{1'})COOR^{11}$, $CH(R^{1'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})COO\ R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})R'$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COO\ R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR^{12}R^{13}$, wherein $R^{1'}$, $R^{2'}$, $R^{3'}$, R', R^{11}, R^{12}, and

R^{13} are independently selected from a group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is O, N, or CH;

X is selected from the group consisting of: C=O, C=S and $(CRR')_p$;

p is a number from 1-6;

G is selected from the group consisting of: H, alkyl, aryl, heteroalkyl, heteroaryl, alkyl-aryl and alky-heteroaryl with the proviso that G may be additionally optionally and chemically-suitably substituted with U^{11} or U^{12};

R^2 is selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R, ~~R^2,~~ and R^3 may be the same or different and are independently selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R^4 maybe present or absent, and if R^4 is present, R^4 is selected from H, alkyl, aryl; and

Y is selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, arylalkyl, heteroarylalkyl, and U, where U is selected from alkyl-aryl, aryl-heteroaryl, alkyl-heteroaryl, alkylcarbonyl, arylalkylcarbonyl, arylcarbonyl, heteroalkylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, alkyloxycarbonyl, alkyl-aryloxycarbonyl, aryloxycarbonyl, arylalkyloxycarbonyl, heteroaryloxycarbonyl, heterocycloalkyloxycarbonyl, cycloalkyloxycarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkyl-arylaminocarbonyl, arylaminocarbonyl, arylalkylaminocarbonyl, heteroarylaminocarbonyl, cycloalkylaminocarbonyl, heterocycloalkylaminocarbonyl, alkylsulfonyl, arylsulfonyl, alkyl-arylsulfonyl, arylalkylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, and heterocycloalkylsulfonyl with the proviso that U may be additionally optionally and chemically-suitably substituted with U^{11} or U^{12}; where

U^{11} is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl moiety, with the proviso that U^{11} may be additionally optionally substituted with U^{12}; and

U^{12} is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro moiety, with the proviso that the alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from U^{12};

with said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally substituted, with said term "substituted" referring to optional and suitable substitution with one or more moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamide, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate.

Claim 18 (currently amended): The compound of claim 17, wherein R^1 is COR^5, and R^5 is H, ~~OH~~, $COOR^8$, or $CONR^9R^{10}$.

Claim 19 (original): The compound of claim 18, wherein R^1 is $COCONR^9R^{10}$, and is R^9 is H, and R^{10} is H, CH_2-CH=CH_2, $CH(R^{1'})COOR^{11}$, $CH(R^{1'})$ $CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})$ $CONR^{12}R^{13}$, or $CH(R^{1'})CONHCH(R^{2'})(R')$.

Claim 20 (original): The compound of claim 19, wherein R^{10} is CH_2-CH=CH_2.

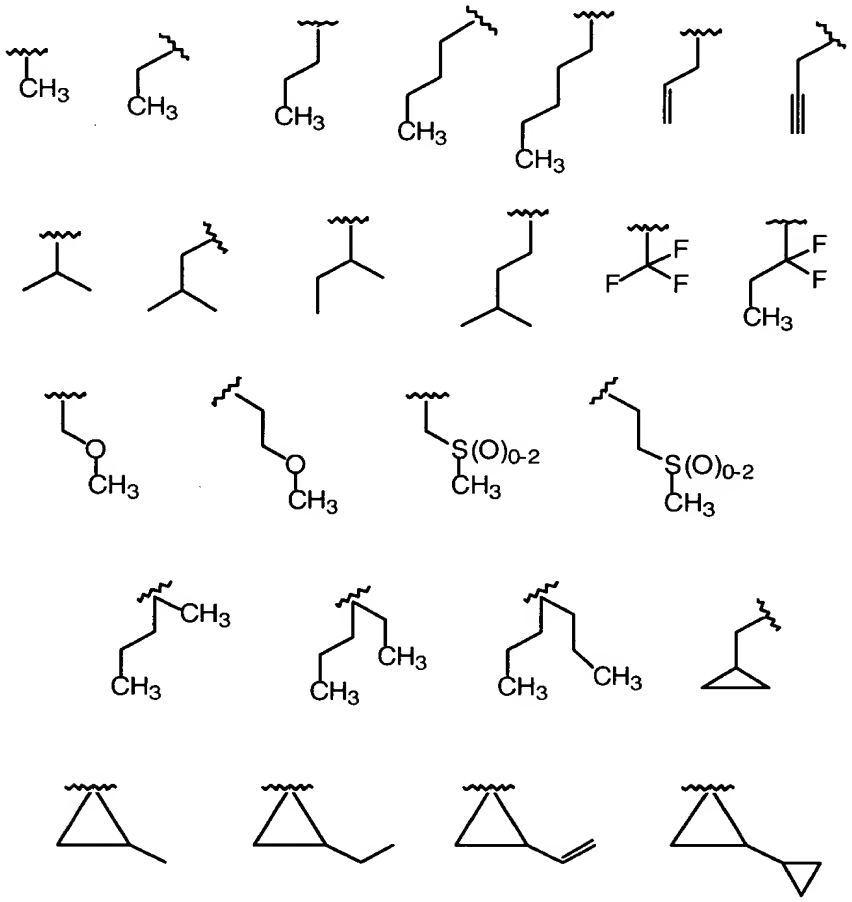
Claim 21 (original): The compound of claim 19, wherein R^{10} is $CH(R^{1'})COOR^{11}$.

Claim 22 (original): The compound of claim 21, wherein $R^{1'}$ is H and R^{11} is H, allyl or benzyl.

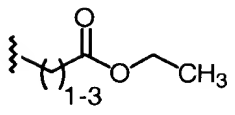
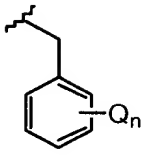
Claim 23 (original): The compound of claim 19, wherein R^{10} is $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})$ $CONR^{12}R^{13}$, or $CH(R^{1'})CONHCH(R^{2'})(R')$, wherein $R^{1'}$ is H and $R^{2'}$ is phenyl, substituted phenyl, heteroatom-substituted phenyl, thiophenyl, cyclohexyl, cyclopentyl, cyclopropyl, piperidyl and pyridyl.

Claim 24 (original): The compound of claim 19, wherein R^{10} is selected from the group consisting of $CH_2CONHCH(Ph)COOH$, $CH_2CONHCH(Ph)CONH_2$, $CH_2CONHCH(Ph)CONMe_2$ and $CH_2CONHCH(Ph)CO$-O-benzyl.

Claim 25 (original): The compound of claim 17, wherein R^2 is selected from the group consisting of the following moieties:



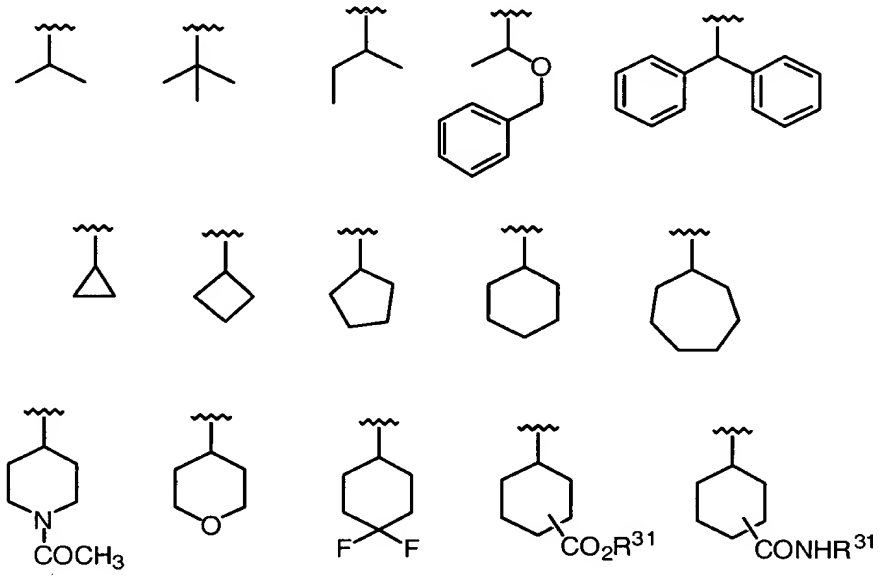
Claim 26 (original): The compound of claim 17, wherein G is selected from the group consisting of:

H ;  ; 

wherein n is a number from 0-2 and Q is selected from the group consisting of Cl, Br, methyl, methoxy, tert-butyl and combinations thereof.

Claim 27 (original): The compound of claim 17, wherein X is C=O.

Claim 28 (original): The compound of claim 17, wherein R^3 is selected from the group consisting of:



wherein R^{31} = H, alkyl or aryl

Claim 29 (original): The compound of claim 17, wherein Z is N and R^4 is H.

Claim 30 (original): The compound of claim 17, wherein P is a peptide moiety selected from Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val and Glu-Glu-Val.

Claim 31 (original): The compound of claim 17, wherein P is an amino acid moiety selected from Val, Glu(O^{t}Bu) and Glu.

Claim 32 (original): The compound of claim 17, wherein t is 1.

Claim 33 (original): The compound of claim 17, wherein t is 3.

Claim 34 (original): The compound of claim 17, wherein Y is selected from the group consisting of H, acyl, or alkoxycarbonyl.

Claim 35 (original): The compound of claim 34, wherein the acyl group is acetyl group.

Claim 36 (currently amended): A ~~pharmaceutical~~ composition comprising as an active ingredient a compound of claim 1 or claim 17and a pharmaceutically acceptable carrier.

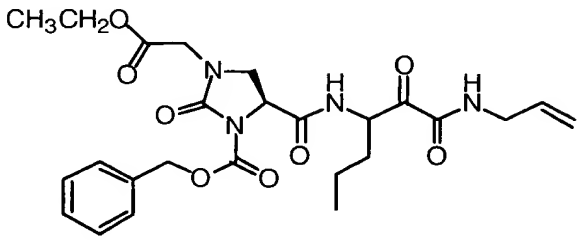
Claim 37 (currently amended): The ~~pharmaceutical~~ composition of claim 36 for use in treating disorders associated with ~~HCV~~ hepatitis C nonstructural protein-3 protease (HCV NS3 protease).

Claims 38-41 (cancelled without prejudice).

Claim 42 (currently amended): A method of preparing a ~~pharmaceutical~~ composition for treating the disorders associated with the HCV NS3 protease, said method comprising bringing into intimate contact a compound of claim 1 or claim 17 and a pharmaceutically acceptable carrier.

Claim 43 (original): A compound exhibiting HCV protease inhibitory activity, including enantiomers, stereoisomers and tautomers of said compound, and

pharmaceutically acceptable salts or solvates of said compound, said compound being selected from the compounds of structures listed below:



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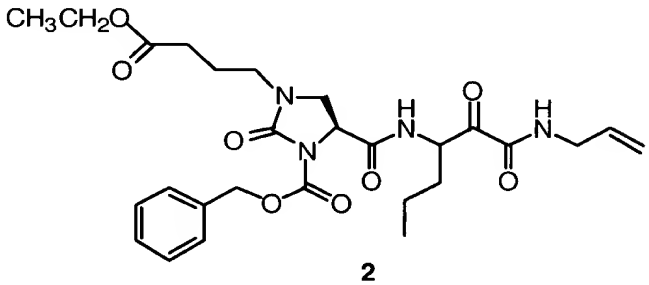

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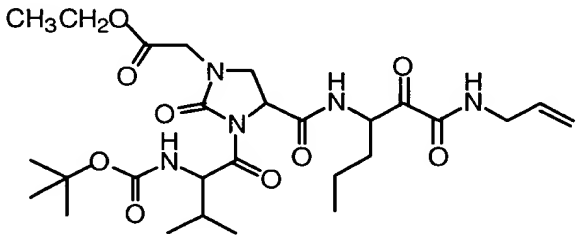

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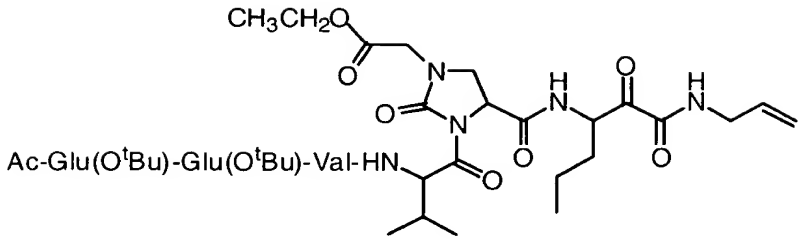
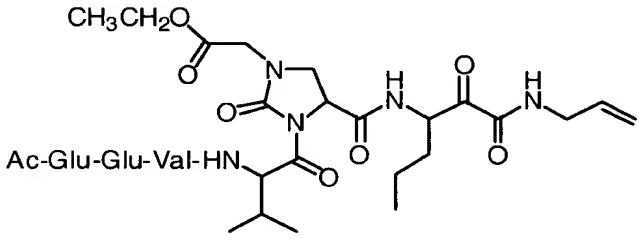
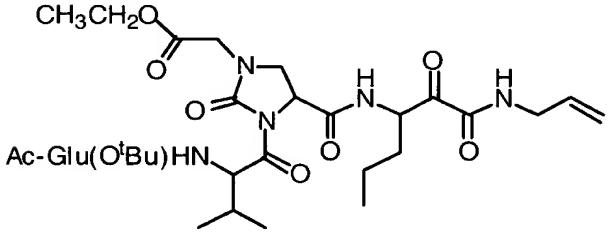

CH3CH2O
Ac-Glu(OtBu)-Glu(OtBu)-Val-HN

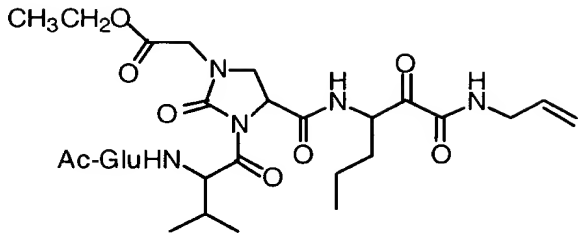
4


CH3CH2O
Ac-Glu-Glu-Val-HN

5


CH3CH2O
Ac-Glu(OtBu)HN

6



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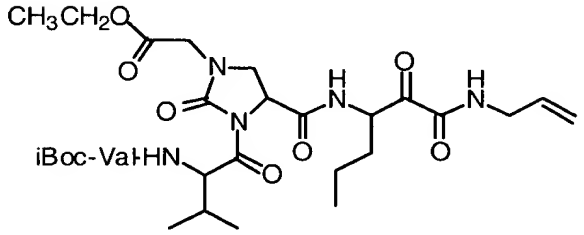
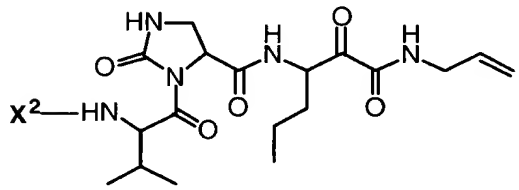
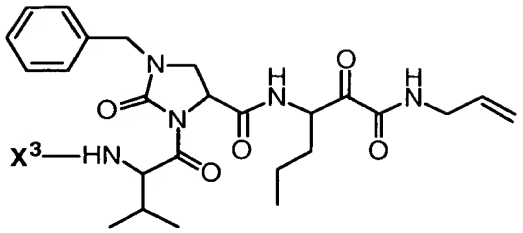


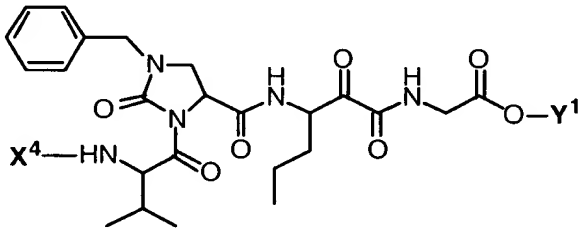
8



Compound	X^2
9	Boc-Val- (isomer 1)
10	Boc-Val- (isomer 2)
11	Ac-Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val-
12	Ac-Glu-Glu-Val-
13	Boc
14	H

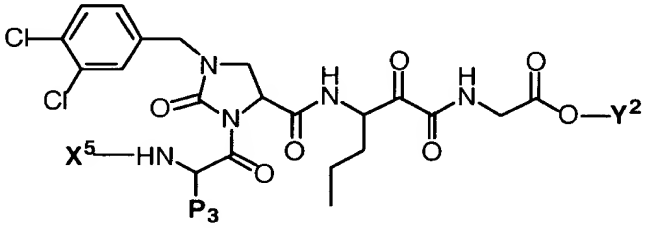


Compound	X^3
15	Boc-Val-
16	Val-
17	Ac-Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val-
18	Ac-Glu-Glu-Val-

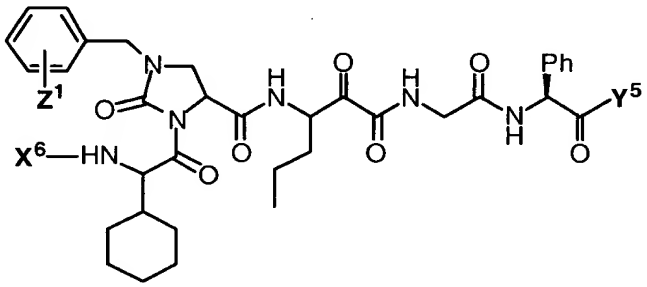


Compound	X^4	Y^1
19	Boc-	allyl
20	H	allyl
21	Boc-Val-	allyl
22	Ac-Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val-	allyl
23	Ac-Glu-Glu-Val-	allyl

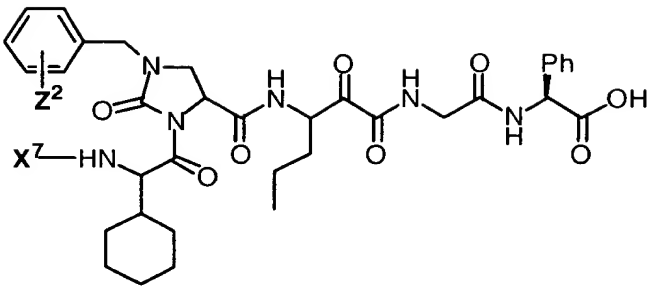
24	Boc-Val-	H
25	Ac-Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val-	H



Compound	X^5	Y^2	P_3
26	Boc-Val-	allyl	iPr
27	Ac-Glu(O^{t}Bu)-Glu(O^{t}Bu)-Val-	allyl	iPr
28	Ac-Glu-Glu-Val-	allyl	iPr
29	Boc-	benzyl	Chx



Compound	X^6	Z^1	Y^5
30	Boc-	3,4-dichloro	$-NH_2$
31	Boc-	4-Bromo	-OBn
32	Boc-	3-Bromo	-OBn
33	Boc-	4-Chloro	-OBn
34	Boc-	3-Chloro	-OBn
35	iBoc-	3,4-dichloro	$-NH_2$
36	iBoc-	4-Bromo	-OBn
37	iBoc-	3-Bromo	-OBn
38	iBoc-	4-Chloro	-OBn
39	iBoc-	3-Chloro	-OBn
40	Boc-	4-Bromo	-OH
41	Boc-	3-Bromo	-OH
42	Boc-	4-Chloro	-OH
43	Boc-	3-Chloro	-OH
44	iBoc-	4-Bromo	-OH
45	iBoc-	3-Bromo	-OH
46	iBoc-	4-Chloro	-OH
47	iBoc-	3-Chloro	-OH



Compound	X^7	Z^2
48	iBoc-	H
49	Ac-Val-	H
50	iBoc-	3,4-dimethyl
51	Ac-Val-	3,4-dimethyl
52	iBoc-	3-methyl
53	Ac-Val-	3-methyl
54	Ac-Val-	4-methyl
55	Ac-Val-	3-methoxy
56	Ac-Val-	4-methoxy
57	Ac-Val-	4-^{t}-butyl

Claim 44 (currently amended): A ~~pharmaceutical~~ composition for treating disorders associated with the HCV NS3 protease, said composition comprising therapeutically effective amount of one or more compounds in claim 43 and a pharmaceutically acceptable carrier.

Claim 45 (currently amended): The ~~pharmaceutical~~ composition of claim 44, additionally containing an antiviral agent.

Claim 46 (currently amended): The ~~pharmaceutical~~ composition of claim 44 or claim 45, still additionally containing an interferon.

Claim 47 (currently amended): The ~~pharmaceutical~~ composition of claim 46, wherein said antiviral agent is ribavirin and said interferon is α-interferon.